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T.R.A. DOCKET ROOM

November 3, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc and QuantumShift Communications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00389

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, QuantumShift Communications, Inc and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement. The Amendment amends Section 12 of the General Terms and Conditions of the Agreement relating to adoption.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc Jenna Brown, Manager, Regulatory Affairs, QuantumShift Communications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc and QuantumShift Communications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF AMENDMENT TO
THE RESALE AGREEMENT NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND QUANTUMSHIFT COMMUNICATIONS, INC.
PURSUANT TO THE
TELECOMMUNICATIONS ACT OF 1996

COME NOW, QuantumShift Communications, Inc. ("QuantumShift") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated December 6, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, QuantumShift and BellSouth state the following:

1. QuantumShift and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to QuantumShift. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 22, 2004

2. The parties have recently negotiated an amendment to the Resale Agreement which amends Section 12 of the General Terms and Conditions of the Agreement relating to adoption. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, QuantumShift and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between QuantumShift and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. QuantumShift and BellSouth aver that the Amendment is consistent with the standards for approval

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

QuantumShift and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 3rd day of Nov., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

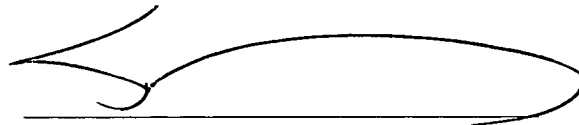
By. 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Resale Agreement on the following via United States Mail on the 31 day of Nov, 2004:

Jenna Brown
Manager, Regulatory Affairs
QuantumShift Communications, Inc.
88 Rowland Way
Novato, CA 94945



Guy M. Hicks

**Amendment
To The
Resale Agreement Between
BellSouth Telecommunications, Inc.
QuantumShift Communications, Inc
Dated December 6, 2003**

Pursuant to this Amendment, (the "Amendment"), QuantumShift Communications, Inc ("QuantumShift"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated December 6, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and QuantumShift entered into the Agreement on December 6, 2003, and,

WHEREAS, BellSouth and QuantumShift are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004,

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows.

1. The Parties agree to delete Section 12 of the General Terms and Conditions and replace it with the following
 - 12 Pursuant to 47 USC § 252(i) and 47 C F R. § 51.809, BellSouth shall make available to QuantumShift any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted
- 2 All of the other provisions of the Resale Agreement, dated December 6, 2003, shall remain in full force and effect
- 3 Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

BellSouth Telecommunications, Inc.

By Kristen I Rowe

Name: Kristen Rowe

Title: Director

Date 10/7/04

QuantumShift Communications, Inc

By Sameer Hilal

Name: Sameer Hilal

Title: Chief Operating Officer

Date: 9/27/04